

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.	:
	:
Debtors.	:
	:
-----X	

	Chapter 11 Case No.
	08-13555 (JMP)
	(Jointly Administered)

**FIFTH SUPPLEMENTAL DECLARATION OF RAJIV MADAN
ON BEHALF OF BINGHAM MCCUTCHEM**

Rajiv Madan, being duly sworn, deposes and says:

1. I am an attorney and member of the firm Bingham McCutchen LLP ("Bingham" or the "Firm"), and am duly authorized to make this declaration (the "Supplemental Declaration") on the Firm's behalf. I submit this Supplemental Declaration in connection with the application of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases (collectively, the "Debtors") pursuant to § 327(e) and § 328(a) of title 11 of the United States Code and Rule 2014 of the Federal Rules of Bankruptcy Procedures for authorization to employ the Firm as special counsel, *nunc pro tunc*, which application was approved by the Court by order dated August 25, 2009.¹

2. This Fifth Supplemental Declaration supplements my previous declarations in support of Bingham's retention dated August 1, 2009 (Docket No. 4636) (the "August Declaration"), October 22, 2009 (Docket No. 5602), April 27, 2010 (Docket No. 8684), and May 28, 2010 (Docket No. 9332) and the declaration of my partner, Michael Levy, dated February 18, 2010 (together with the August Declaration, collectively, the "Previous Declarations"). The


¹ McKee Nelson LLP ("McKee") combined with Bingham effective August 1, 2009. McKee was retained by the Debtors prior to the combination. I submitted declarations dated October 8, 2008 and March 17, 2009 and my partner, Jeffrey Johnson, submitted a declaration dated March 10, 2009 in connection with McKee's retention. Such declarations remain applicable to the extent set forth in the August Declaration.

primary purpose of this Fifth Supplemental Declaration is to make additional disclosures which may be required by the Bankruptcy Code and the Bankruptcy Rules.

3. In certain of the Previous Declarations, I included a list of Parties in Interest (as defined therein) that Bingham has represented within the past two years, or currently represents, in matters unrelated to the Debtors' chapter 11 cases. This list is hereby supplemented to include Bain Capital Venture Partners, LLC, Greenbrier Companies, and each of their affiliates.

4. Except as specifically set forth herein, this Supplemental Declaration does not modify the statements in the Previous Declarations. I will supplement this Supplemental Declaration to the extent additional relevant information becomes available during the pendency of these cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Supplemental Declaration was executed on July 19, 2010.


Rajiv Madan, Esq.
Partner
Bingham McCutchen, LLP